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**Hip Interactive Corp.**  
240 Superior Boulevard  
Mississauga, ON L5T 2L2  
www.hipinteractive.com

**Peter Lee**  
Chief Financial Officer  
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Tel: 905 362 3760 ex.333  
Fax: 905 362 2361

July 14, 2003

**VIA REGULAR MAIL**

Office of International Corporate Finance  
Division of Corporate Finance, Mail Stop 3-2  
Securities and Exchange Commission  
#450 – 5<sup>th</sup> Street Northwest  
Washington D.C. 20549  
USA

PROCESSED

JUL 30 2003

THOMSON  
FINANCIAL

SUPPL



03024753

Dear Sir or Madam:

**Re: Hip Interactive Corp. SEC File Number 82-34720**

Hip Interactive Corp. ("Hip"), a "Foreign Private Issuer" as that term is defined in the *Securities and Exchange Act (1934)* (the "Act"), is a corporation incorporated under the *Business Corporations Act* (Ontario) and a reporting issuer in Canada in the Provinces of Ontario, Manitoba and Quebec. The common shares of Hip are listed and posted for trading on The Toronto Stock Exchange under the trading symbol "HP".

Hip has claimed the exemption under Rule 12-g3-2, Reg. 240.12-g3-2 of the Act. Pursuant to Reg. 240.12g3-2(b)(1)(iii), please find enclosed the following:

	Document (Attached)	Requirement	Timing
1.	TSX Form 1: Change in Outstanding and Reserved Securities dated: July 7, 2003	TSX Manual Part VI, Sec. 610.	To be filed with TSX within 10 days after the end of each month in which any change to the number of outstanding or reserved listed securities has occurred.

Please do not hesitate to contact the undersigned should you have any questions regarding this submission.

Yours very truly,

Peter Lee  
Chief Financial Officer

Encl.

cc: Kyler Wells, Aird & Berlis LLP, (via email, w/o attachments)

**VIDEO GAMES**

**ACCESSORIES**

**PC GAMES**

**ARCADES**

**MOVIES**

**Montréal**

400 rue Isabey  
Ville St-Laurent, QC H4T 1V3  
Bus: 514 956 5454  
Fax: 514 956 1435

**Montréal**

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**Toronto**

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Fax: 905 362 1995

**Toronto**

7275 West Credit Ave., Unit B  
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Bus: 905 363 1102  
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**Stratford**

603 Romeo Street South  
Stratford, ON N5A 6S5  
Bus: 519 272 0234  
Fax: 519 272 0021

**Vancouver**

4620 Viking Way, Ste.135  
Richmond, BC V6V 2L5  
Bus: 604 248 0966  
Fax: 604 248 0974



### CHANGE IN OUTSTANDING AND RESERVED SECURITIES

	ISSUED AND OUTSTANDING SHARE SUMMARY	# of Shares	Balance
	<b>Issued and Outstanding – Opening Balance*</b>		<b>51,950,191</b>
<b>ADD:</b>	Stock Options Exercised	420,000	
	Share Purchase Plan	n/a	
	Dividend Reinvestment Plan	n/a	
	Exercise Warrants	235,598	
	Private Placement	nil	
	Conversion	nil	
	Other Issuance: from Treasury – Conversion of Preference Shares	4,152,929	
<b>SUBTRACT:</b>	Issuer Bid Purchase	nil	
	Redemption	nil	
	Other Cancellation (provide description)	nil	
	<b>Closing Issued and Outstanding Share Balance*</b>		<b>56,758,718</b>

**NOTE:** If any of the Company's securities of a listed class are held by the Company itself or by any subsidiary of the Company (which securities are herein referred to as "internally-held securities"), such internally held securities must not be counted as "issued and outstanding."

Internally-held securities may result from the Company not canceling shares acquired pursuant to an issuer bid or as a consequence of a subsidiary of the Company retaining or obtaining shares of the Company through a merger, amalgamation, arrangement or reorganization involving the Company.

RESERVED FOR SHARE COMPENSATION ARRANGEMENTS			
<b>A.</b>	<b>Share Purchase Plans and / or Agreement(s)</b>	<b># of Shares</b>	<b>Balance</b>
	NAME OF PROGRAM: N/A		
	<b>Opening Reserve for Share Purchase Plan / Agreement</b>		
	Additional Shares Listed Pursuant to the Plan (ADD)		
	Shares Issued from Treasury (SUBTRACT)		
	<b>Closing Reserve for Share Purchase Plan</b>		

<b>B.</b>	<b>Dividend Reinvestment Plan (DRIP) — for shareholders</b>	<b># of Shares</b>	<b>Balance</b>
	NAME OF PROGRAM: N/A		
	<b>Opening Reserve for Dividend Reinvestment Plan</b>		
	Additional Shares Listed Pursuant to the Plan (ADD)		
	Shares Issued (SUBTRACT)		
	<b>Closing Reserve for Dividend Reinvestment Plan</b>		

RESERVED FOR SHARE COMPENSATION ARRANGEMENTS				
Stock Option Plan and / or Agreement				
NAME OF PROGRAM: <b>HIP INTERACTIVE STOCK OPTION PLAN</b>				
<b>Stock Options Outstanding — Opening Balance</b>				<b>5,938,535</b>
Options Granted: (ADD)				
Date of Grant	Name of Optionee	Expiry Date	Exercise Price	# of Options Granted
June 2, 2003	Michael Vaswani	June 2, 2008	\$1.25	50,000
			<b>SUBTOTAL</b>	<b>50,000</b>

Options Exercised: (SUBTRACT)				
Shares issued on exercise must also be subtracted in the table entitled "Shares Reserved" below				
Date of Exercise	Name of Optionee	Date of Grant	Exercise Price	Number
May 28, 2003	Scott Olak	Dec. 19/99	\$1.00	10,000
May 29, 2003	Ephram Chaplick	Dec. 19/99	\$1.00	50,000
May 29, 2003	Richard Freedhoff	Apr. 19/01	\$0.73	50,000
May 29, 2003	Todd Pretty	Jun. 30/00	\$0.81	40,000
June 3, 2003	Morey Chaplick	Dec. 19/99	\$1.00	100,000
June 4, 2003	Jeremy Logan	Feb. 27/01	\$1.08	25,000
June 4, 2003	Ephram Chaplick	Dec. 19/99	\$1.00	50,000
June 9, 2003	Jay Denis	Oct. 26/00	\$1.36	25,000
June 9, 2003	Richard Freedhoff	Dec. 19/99	\$1.00	50,000
June 13, 2003	Jeff Veniez	Dec. 19/99	\$1.00	20,000
			<b>SUBTOTAL</b>	<b>420,000</b>

Share Appreciation Rights or Market Growth Feature ("SAR") in tandem with Stock Options.

Date of Exercise / Canc.	Name of Optionee	Date of Grant	# Options Canc.	# Shares Issued* (based on SAR Value)
			<b>SUBTOTAL</b>	<b>nil</b>

\*Shares may, or may not be issued however "Shares Reserved" (for Stock Option Plan) may require a deduction in accordance with TSE acceptance of the Plan. Please ensure all applicable changes are noted.

Options Cancelled/Terminated: (SUBTRACT)					
If an option is cancelled prior to its natural expiry date, for reasons other than termination of employment or natural expiry, the entry should be noted with a * and an explanation provided below.					
Date of Canc/Term	Name of Optionee	Date of Grant	Expiry Date	Exercise Price	Number
June 2, 2003	Ted Csontos	Dec. 19/99	Dec. 19.04	\$1.00	50,000
June 24, 2003	Shelly Chee A Tow	Aug. 13/02	Aug. 13/07	\$0.60	500
				<b>SUBTOTAL</b>	<b>50,500</b>
<b>Stock Option Outstanding — Closing Balance</b>				<b>5,518,035</b>	

D.

RESERVED FOR SHARE COMPENSATION ARRANGEMENTS		
Shares Reserved (for Stock Option Plan)		
NAME OF PROGRAM: <b>HIP INTERACTIVE STOCK OPTION PLAN</b>	# of Shares	Balance
Opening Share Reserve Balance at beginning of period		7,162,760
Additional shares Listed Pursuant to the Plan (ADD)	0	
Stock Options Exercised (SUBTRACT)	420,000	
Stock Appreciation Rights (SUBTRACT)	0	
<b>Closing Share Reserve Balance at end of period</b>		<b>6,742,760</b>

**All information reported in this Form is for the month of  
June 2003.**

Filed on behalf of the Company by: (please enter name and direct phone or email)		
NAME	JENNIFER LEE	
PHONE / EMAIL	905-362-3760 ex.277	<a href="mailto:jlee@hipinteractive.com">jlee@hipinteractive.com</a>
DATE	July 7, 2003	